

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

**PATTY BEALL, MATTHEW
MAXWELL, TALINA MCELHANY AND
KELLY HAMPTON, individually
and on behalf of all other similarly situated;**

Plaintiffs,

**TYLER TECHNOLOGIES, INC. AND
EDP ENTERPRISES, INC.**

Defendants.

THE UNIVERSITY OF CHICAGO

2:08-cv-422 TJW

DECLARATION OF CHRIS HEPBURN

I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. My name is Chris Hepburn. I am over 21 years of age and have personal knowledge of the facts set forth in this declaration.

2. I am employed with Tyler Technologies, Inc. ("Tyler"). Specifically, I am the President of Tyler's Schools Division which is within the "ERP & Schools" or "Large Financial" or "Munis" Division of Tyler. Munis is the previous name of an entity which Tyler acquired in April of 1999. EDP Enterprises, Inc ("EDP") is a software company in Longview, Texas that Tyler acquired in September of 2007 and which now reports through the Munis Division.

3. Tyler's business involves selling and servicing proprietary software applications primarily to municipal government and other public sector entities. Over the years, Tyler has acquired software companies in its industry with proven results and strong leadership. The groups and divisions currently within Tyler's corporate structure consist of the various software companies that Tyler has acquired. As a result of these acquisitions, Tyler has offices and

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EXHIBIT 0001

divisions throughout the country which sell and support different software applications, each with multiple different modules, to different types of public sector entities.

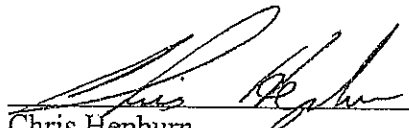
4. For example, the TSG, or "Courts and Justice" division in Plano, Texas sells and supports a variety of different software modules within its "Justice Solutions" application for county and state courts which include: Case Manager, Prosecutor, Check Manager, Supervision, Jail Manager, Jury Management, Law Enforcement, and Electronic File and Serve.

5. Other of Tyler's divisions similarly support proprietary software applications that contain a wide range of modules that perform different services. Different employees within those divisions, who have different backgrounds and levels of expertise, support these different modules within the broader software applications.

6. The functions of implementation employees, specifically, can vary depending on the type of software they support. For example, implementers who work on a single module, such a building permits or business licenses, may not have the same duties and responsibilities as an employee who supports the entire suite of financial modules within a software application. Implementation employees in the former category likely will be required to perform initial analysis work as different modules are integrated into the company's larger software system.

7. Based on my duties and the reporting structure outlined above, I have knowledge of the jobs and job titles at EDP in Longview. I am not aware of any other division of Tyler that has used the "client liaison" position or job designation other than EDP.

Executed this 23 day of September, 2010 in FALMOUTH, Maine.


Chris Hepburn